



CORPORATION SERVICE COMPANY

RECORDATION NO.

26507-A FILED

FEB 20 07

4-01 PM

SURFACE TRANSPORTATION BOARD

February 13, 2007

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street NW Suite 70  
Washington, DC 20423  
202-565-1656

RE: 755106/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 02/21/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

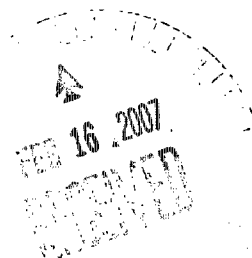
Pilgrim's Pride Corporation  
PO Box 1268  
Mount Pleasant, TX 75455

**Lessor:**

The CIT Group/Equipment Financing Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15 day of AUGUST, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and PILGRIM'S PRIDE CORPORATION, a Delaware corporation, with an address at P.O. Box 1268, Mount Pleasant, TX 75455 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 13, 2006, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 8-15-06 and given Recordation Number 26507.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PILGRIM'S PRIDE CORPORATION

By: Richard A. Cogdill  
Name: Richard A. Cogdill  
Title: Exec.V.P., CFO, Sec. & Treas.

DB  
Doug Brown (initials)  
VP Poultry By Products

Shawn May  
PILGRIM'S PRIDE CORPORATION  
CONTRACT ADMINISTRATOR

AUG 07 2006

# Schedule A

## Number of Cars

## Equipment Description

15 5,200 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	72912
2	CEFX	72913
3	CEFX	72914
4	CEFX	73015
5	CEFX	73016
6	CEFX	73017
7	CEFX	73018
8	CEFX	73019
9	CEFX	73020
10	CEFX	73021
11	CEFX	73022
12	CEFX	73023
13	CEFX	73024
14	CEFX	73025
15	CEFX	73026